

Pedoman dan Tata Tertib Direksi PT Bank Mandiri (Persero) Tbk.	Charter of The Board of Directors (“BoD”) PT Bank Mandiri (Persero) Tbk.
BAB I KETENTUAN UMUM Pasal 1 Dalam ketentuan ini yang dimaksud dengan: 1. Anggaran Dasar adalah Anggaran Dasar Perseroan berikut seluruh perubahannya. 2. Dewan Komisaris adalah organ Perseroan yang bertugas melakukan pengawasan serta memberikan nasehat kepada Direksi dengan ruang lingkup tugas dan wewenang sebagaimana diatur dalam Anggaran Dasar dan ketentuan peraturan perundangan. 3. Direksi adalah organ Perseroan yang berwenang dan bertanggung jawab penuh atas pengurusan Perseroan untuk Kepentingan Perseroan, sesuai dengan maksud dan tujuan Perseroan serta mewakili Perseroan, baik di dalam maupun diluar pengadilan sesuai dengan ketentuan anggaran dasar dan ketentuan peraturan perundangan. 4. Perseroan adalah PT Bank Mandiri (Persero) Tbk. BAB II ORGANISASI, PEMBIDANGAN KEPENGURUSAN, KEWENANGAN BERTINDAK, DAN KEBIJAKAN UMUM Pasal 2 Organisasi Dan Pembidangan Kepengurusan 1. Perseroan diurus dan dipimpin oleh Direksi yang diangkat oleh Rapat Umum Pemegang Saham (RUPS). 2. Pembidangan kepengurusan Direksi sepanjang tidak ditetapkan oleh RUPS, ditetapkan oleh Direksi dalam Keputusan Rapat Direksi.	CHAPTER I GENERAL PROVISIONS Article 1 In these provisions, the following terms shall have the meaning as follows: 1. Articles of Association shall be the Bank's Articles of Association along with any amendments thereto. 2. Board of Commissioners is an organ of Company having duties to supervise and to render recommendation to Board of Directors with the scope of duty and authority thereof as governed in Articles of Association and the provision of laws. 3. Board of Directors is an organ of the Company duly authorized and fully responsible for the Company's administration for the interest of Company, in accordance with the objectives and purposes of Company as well as to represent Company, either inside or outside of court pursuant to the provision of Articles of Association and the provision of laws and regulations. 4. Company is PT Bank Mandiri (Persero) Tbk. CHAPTER II ORGANIZATION, MANAGEMENT JOB DESCRIPTION, AUTHORITY TO ACT, AND GENERAL POLICIES Article 2 Organization and Management Job Description 1. Company is managed and led by the Board of Directors which is assigned by General Meeting of Shareholders (GMS). 2. Management Job Description of the Board of Directors as long as not specified by GMS, shall be specified by the Board of Directors under the Resolution of Meeting of Board of Directors.



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3. Organisasi dan bidang kerja Perseroan dikelompokkan dan diuraikan berdasarkan fungsi serta bidangnya sebagaimana tertuang dalam Keputusan Direksi tentang Struktur Organisasi Perseroan. Pasal 3 Kewenangan Untuk Melakukan Pengurusan dan Mewakili Perseroan 1. Direktur Utama berhak dan berwenang untuk dan atas nama Direksi mewakili Perseroan baik di dalam maupun di luar pengadilan. 2. Dalam rangka melaksanakan tugas, wewenang, dan tanggung jawabnya sesuai bidang kepengurusannya, masing-masing anggota Direksi berhak dan berwenang bertindak untuk dan atas nama Direksi dan mewakili Perseroan baik di dalam maupun di luar pengadilan dengan tetap memperhatikan ketentuan peraturan perundangan yang berlaku, Anggaran Dasar Perseroan serta ketentuan Perseroan lainnya. 3. Untuk keperluan pihak ketiga, dapat diterbitkan Surat Kuasa Direksi kepada masing-masing anggota Direksi sebagai dasar bertindak untuk dan atas nama Direksi mewakili Perseroan. 4. Dalam hal terdapat anggota Direksi dengan sebab apapun berhalangan hadir, hal mana tidak diperlukan pembuktian kepada pihak ketiga manapun maka anggota Direksi yang berhalangan hadir dapat digantikan oleh anggota Direksi lainnya sebagai Direktur Pengganti (<i>alternate</i>), dengan pengaturan sebagaimana diatur dalam Keputusan Direksi tentang Pembidangan Tugas dan Wewenang Anggota Direksi Serta Penetapan Direktur dan SEVP Pengganti.	3. Organization and business activities of the Company are classified and described based on the functions and the activities as included under the Decree of Board of Directors regarding Structure of Organization of the Company. Article 3 Authority to Conduct and Represent the Company 1. President Director shall reserve the right and is duly authorized to and on behalf of Board of Directors to represent Company either before or outside the court 2. In performing its tasks, authorities, and responsibilities based on its scope of authorities, each member of Board of Directors shall be entitled to and authorized to act for and on behalf of Board of Directors and to represent the Company either before or outside the court by taking into account the applicable laws, Articles of Association of the Company as well as other provisions of the Company. 3. For the purposes of the third party’s interest, a Power of Attorney of Board of Directors shall be issued to each member of Board of Directors as the basis to act for and on behalf of Board of Directors representing the Company. 4. In the event that any member of Board of Directors is unavailable, which is not necessarily to be proven to third party, the unavailable member of Board of Directors may be replaced by another member of Board of Directors as the Alternate Director, the arrangement of which shall be stipulated under the Decree of Board of Directors regarding Job Description of Tasks and Authorities of Members of Board of Directors and Determination of the Directors and Substitute SEVP.



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5. Dengan mengacu pada putusan Direksi tentang Pembidangan Tugas dan Wewenang Anggota Direksi serta Penetapan Direktur dan SEVP Pengganti, anggota Direksi yang berhalangan hadir dengan sebab apapun menunjuk dan memberi kuasa khusus kepada Direktur Pengganti (<i>alternate</i>) untuk melaksanakan tugas, wewenang, dan tanggung jawab yang sama dengan anggota Direksi yang digantikannya. 6. Direksi untuk perbuatan tertentu atas tanggung jawabnya sendiri, berhak pula mengangkat seorang atau lebih sebagai wakil atau kuasanya, dengan memberikan kepadanya atau kepada mereka kekuasaan untuk perbuatan tertentu tersebut yang diatur dalam surat kuasa.	5. Referring to the decision of the Board of Directors regarding the Duties and Authority of the Members of the Board of Directors as well as the Stipulation of the Director and the Substitute SEVP, any member of the Board of Directors who is unable to attend to any cause appoints and authorizes Alternate Directors to perform the same duties, authorities and responsibilities of the member of the Board of Directors he replaced. 6. Board of Directors for a certain action of their own responsibility shall be entitled to appoint one or more person as their representatives or proxies, by granting to him or them a power of attorney to take certain actions as stipulated under power of attorney.
Pasal 4 Kewenangan Untuk Memutus 1. Kewenangan Direksi untuk memutus didelegasikan kepada Anggota Direksi sesuai dengan pembidangan masing-masing anggota Direksi serta dapat didelegasikan kepada Komite di bawah Direksi dengan memperhatikan ketentuan Pasal 18 dan/atau didelegasikan atau dikuasakan kepada pejabat di bawahnya yang diatur dalam ketentuan Perseroan atau pemberian kuasa khusus secara tertulis. 2. Kewenangan memutus sebagaimana pada ayat 1, dilakukan dengan mengindahkan ketentuan Anggaran Dasar dan ketentuan Perseroan lainnya.	Article 4 Authority to Decide 1. Authority of Board of Directors to make decision is specifically delegated to the Board of Directors in accordance with the scope of authorities of each member of Board of Directors and may be delegated to the Committee under the Board of Directors with due regard to the provisions of Article 18 or its subordinate officers as stipulated by the internal regulations or a written special authorization. 2. Authority to make decision as referred to in paragraph 1, shall be carried out with due observance of the provision of Articles of Association and other provision of Company.



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Pasal 5 Kebijakan Umum 1. Kebijakan kepengurusan Perseroan ditetapkan dalam Rapat Direksi. 2. Setiap kebijakan yang diambil oleh Direksi harus sejalan dan tidak bertentangan dengan ketentuan perundang-undangan yang berlaku, Anggaran Dasar, dan Keputusan Rapat Umum Pemegang Saham. 3. Dalam menjalankan pengurusan Perseroan, Direksi membuat rencana yang disusun secara komprehensif dan sistematis yang meliputi: a. Rencana Jangka Panjang (RJP/<i>Corporate Plan</i>) 5 (lima) tahun yang sekurang-kurangnya memuat: i. Evaluasi pelaksanaan RJP sebelumnya; ii. Posisi Perseroan saat ini; iii. Asumsi-asumsi yang dipakai dalam penyusunan RJP; iv. Penetapan sasaran, strategi, kebijakan dan program kerja RJP beserta keterkaitan antara unsur-unsur tersebut. b. Rencana Kerja Jangka Menengah yang dibuat setiap 3 (tiga) tahun, yang sekurang-kurangnya memuat: i. Rencana pengembangan usaha dan organisasi Perseroan; ii. Evaluasi kinerja Perseroan sampai dengan saat itu; iii. Proyeksi keuangan Perseroan dan Asumsi-asumsi yang digunakan. c. Rencana Kerja dan Anggaran Perusahaan (RKAP) yang dibuat setiap tahun, yang sekurang-kurangnya memuat: i. Rencana kerja yang dirinci atas misi Perseroan, sasaran usaha, strategi usaha, kebijakan perusahaan dan program kerja/kegiatan;	Article 5 General Policy 1. The policy on the management of the Company will be stipulated by the Meeting of the Board of Directors. 2. Any policy adopted by the Board of Directors will be in line with and not against the provisions of applicable laws and regulations, Articles of Association, and Resolutions of General Meeting of Shareholders. 3. In running the management of the Company, the Board of Directors will prepare a comprehensive and systematic plan covering: a. Long-Term Plan (RJP/<i>Corporate Plan</i>) 5 (five) years shall at least contain: i. Evaluation of implementation of the previous RJP; ii. Position of Company currently; iii. Assumption used in preparing RJP; iv. Stipulation of target, strategy, policy and working program of RJP as well as inter-relation between such elements. b. Middle-Term Plan made each 3 (three) years, shall at least contain: i. Development plan of business and organization of Company; ii. Evaluation of Performance of Company until that time; iii. Financial projection of Company and the assumption used. c. Work and Budget Plan of Company (RKAP) made each year, shall at least contain: i. Work plan which is detailed for the mission of Company, business target, business strategy, company's policy and work program/activities

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ii. Anggaran perusahaan yang dirinci atas setiap anggaran program kegiatan; iii. Proyeksi keuangan Perseroan dan anak perusahaannya; dan iv. Hal-hal lain yang memerlukan keputusan RUPS.	ii. Company's budget which is detailed for each budget of activity program; iii. Financial projection of Company and the subsidiary; and iv. Other matters require resolution of GMS.
BAB III RAPAT DIREKSI Pasal 6 Ketentuan Rapat 1. Rapat Direksi adalah rapat yang dihadiri oleh Direksi yang wajib diadakan paling kurang 1 (satu) kali dalam setiap bulan atau setiap waktu bilamana dipandang perlu atas permintaan seorang atau lebih anggota Direksi, atau atas permintaan tertulis dari seorang atau lebih anggota Dewan Komisaris. 2. Direksi wajib mengadakan Rapat Direksi bersama Dewan Komisaris secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan. 3. Direksi harus menjadwalkan rapat untuk tahun berikutnya sebelum berakhirnya setiap Tahun Buku.	CHAPTER III MEETING OF BOARD OF DIRECTORS Article 6 Terms of the Meeting 1. Meeting of Board of Directors is a meeting attended by Board of Directors which must be held at least once a month or at any time considered necessary upon request by one or more members of Board of Directors, or upon the written request from one or more members of Board of Commissioners. 2. The Board of Directors must hold a meeting with the Board of Commissioners regularly at least 1 (one) time in 4 (four) months. 3. The Board of Directors must prepare a schedule of the meetings for the subsequent year prior to the end of any fiscal year.
Pasal 7 Peserta Rapat 1. Rapat Direksi dihadiri oleh Direksi dan Peserta Tamu. 2. Peserta Tamu adalah peserta rapat selain Direksi yang diundang oleh Direksi, terdiri dari: a. Dewan Komisaris; b. SEVP dan Group Head terkait sesuai pokok materi masing-masing agenda;	Article 7 Participants of Meeting 1. A Meeting of the Board of Directors will be attended by the Board of Directors and invitees. 2. invitees will be meeting participants other than the Board of Directors who are invited by the Board of Directors, comprising: a. The Board of Commissioners. b. Related SEVP and Group Heads in accordance with the subject matter of each agenda



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c. Kepala Internal Audit dengan kehadiran sesuai kebutuhan Rapat Direksi dan tetap memperhatikan ketentuan yang berlaku terkait independensi fungsi Internal Audit; d. Peserta Tamu lainnya yang diundang sewaktu-waktu sesuai dengan kebutuhan Rapat Direksi. Pasal 8 Pemanggilan Rapat 1. Pemanggilan Rapat Direksi harus dilakukan oleh : a. Direktur Utama atau Wakil Direktur Utama jika Direktur Utama berhalangan hadir; atau b. Direktur Pengganti dalam hal Direktur Utama dan Wakil Direktur Utama berhalangan hadir. 2. Pemanggilan Rapat Direksi dapat dilakukan dengan cara sebagai berikut : a. Pemanggilan Rapat Direksi harus dilakukan secara tertulis dan disampaikan atau diserahkan langsung kepada setiap anggota Direksi dengan tanda terima yang memadai, atau dengan pos tercatat atau dengan jasa kurir atau dengan telex, faksimili, surat elektronik (e-mail) atau sarana tercepat lainnya paling lambat 5 (lima) hari sebelum rapat diadakan, dengan tidak memperhitungkan tanggal panggilan dan tanggal rapat atau dalam waktu yang lebih singkat jika dalam keadaan mendesak. Dalam hal terdapat keadaan mendesak tersebut di atas, maka pemanggilan dapat dilakukan secara lisan atau sarana tercepat sebelum Rapat Direksi diadakan yang disampaikan langsung kepada setiap anggota Direksi.	c. Internal Audit Head whose presence is needed by the Meeting of the Board of Directors with due observance of the applicable provisions related to the independent functions of the Internal Audit. d. Other Guest Participants who are invited at any time in accordance with the need of the Meeting of the Board of Directors. Article 8 Summons of the Meeting 1. Summons Meeting of Board of Directors shall be made by : a. President Director or Vice President Director if President Director is unavailable; or b. The Acting Director in the event President Director and Vice President Director are unavailable. 2. The Meeting of the Board of Directors may be convened in the following manner : a. Summons of the Meeting of Board of Directors shall be made in writing and submitted or delivered by hand to each member of Board of Directors with a proper receipt, or by the prepaid registered mail or courier service or by telex, facsimile, e-mail or other fastest means within the latest of 5 (Five) days prior to the meeting, excluding the date of summons and the date of meeting or in a shorter time in case of an urgent condition; In the event of any of the above conditions, summons may be made verbally or by quickest means before Board of Directors Meeting is held delivered by hand to each member of Board of Directors.



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b. Pemanggilan seperti tersebut di atas pada huruf a tidak diperlukan untuk rapat yang telah dijadwalkan berdasarkan keputusan Rapat Direksi yang diadakan sebelumnya atau apabila semua anggota Direksi hadir dalam rapat. c. Jika semua anggota Direksi hadir atau diwakili, pemanggilan Rapat Direksi tidak diperlukan dan Rapat Direksi tersebut dapat diadakan di manapun dan berhak mengambil keputusan yang sah dan mengikat. 3. Pemanggilan untuk Rapat Direksi wajib mencantumkan acara, tanggal, waktu dan tempat rapat.	b. Summon as of referred to in letter a shall not be necessary for the scheduled meetings based on the prior Resolution of Board of Directors or when all members of Board of Directors attend the meeting. c. If all members of Board of Directors attend or represented, the summons of meeting of Board of Directors shall not be needed and the Meeting of Board of Directors may be held elsewhere and shall be entitled to adopt valid and binding resolutions. 3. Summons for Meeting of Board of Directors should specify the agenda, date, time and venue of the meeting.
Pasal 9 Pimpinan Rapat 1. Rapat Direksi dipimpin oleh Direktur Utama 2. Dalam hal dengan sebab apapun Direktur Utama berhalangan hadir tanpa diperlukan pembuktian kepada pihak ketiga, maka dengan mengacu pada ketentuan Anggaran Dasar, pengaturan tentang pimpinan rapat diatur sebagai berikut: a. Rapat dipimpin oleh Direktur Pengganti Direktur Utama, yaitu Wakil Direktur Utama. b. Dalam hal Wakil Direktur Utama yang ditunjuk berdasarkan Keputusan Direksi ini dengan sebab apapun berhalangan hadir tanpa diperlukan pembuktian kepada pihak ketiga, maka Rapat Direksi dipimpin oleh Direktur Pengganti kedua Direktur Utama.; atau c. Dalam hal Direktur Utama dan Direktur Pengganti Direktur Utama dengan sebab apapun berhalangan hadir tanpa diperlukan pembuktian kepada pihak ketiga, maka anggota Direksi yang hadir dalam	Article 9 Meeting Chairperson 1. A Meeting of the Board of Directors will be chaired by the President Director 2. In the event due to any reason President Director is not available without the need for verification to a third party , pursuant to the provisions under Articles of Association, the arrangement on the chairman of the meeting shall be as follows: a. The meeting shall be chaired by the Acting President Director, i.e. the Vice President Director. b. In the event Vice President Director appointed based on the Resolution of Board of Directors due to any reason is unavailable without the need for verification to a third party, the Meeting of Board of Directors shall be chaired by the Second Acting President Director.; or c. In the event President Director and the Acting President Director due to any reason are unavailable without the need for verification to a third party, the attending members of Board of Directors may appoint



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Rapat Direksi dapat mengangkat anggota Direksi yang hadir sebagai pemimpin Rapat Direksi. Pasal 10 Kuorum 1. Rapat Direksi adalah sah dan berhak mengambil keputusan-keputusan yang mengikat jika lebih dari 2/3 (dua per tiga) bagian dari jumlah anggota Direksi hadir atau diwakili dalam rapat. 2. Seorang anggota Direksi dapat diwakili dalam Rapat Direksi hanya oleh anggota Direksi lain berdasarkan surat kuasa. Seorang anggota Direksi hanya dapat mewakili seorang anggota Direksi lainnya. 3. Anggota Direksi yang berhalangan dan telah menguasai kehadirannya untuk menghadiri suatu Rapat Direksi dapat mengajukan pendapatnya secara tertulis dan ditandatangani, kemudian disampaikan kepada Direktur Utama atau Wakil Direktur Utama atau kepada anggota Direksi lainnya yang akan memimpin Rapat Direksi tersebut, mengenai apakah anggota Direksi tersebut setuju atau tidak setuju terhadap hal yang akan dibicarakan dan pendapat ini akan dianggap sebagai suara yang dikeluarkan dengan sah dalam Rapat Direksi. 4. Dalam hal-hal yang mendesak antara lain terkait dengan likuiditas dan penetapan suku bunga, maka Rapat Direksi dapat dilakukan/diselenggarakan sesuai jumlah Direksi yang hadir atau diwakili dalam rapat dengan memperhatikan ketentuan Pasal 11 ayat 8.	the attending member of Board of Directors in the Meeting as the chairman of Meeting of Board of Directors. Article 10 Quorum 1. Meeting of Board of Directors is valid and entitled to adopt binding resolutions if more than 2/3 (two thirds) from the total members of Board of Directors attend or represented in the meeting. 2. A member of the Board of Directors may be represented in a Meeting of the Board of Directors only by another member of the Board of Directors by virtue of a power of attorney. A member of the Board of Directors may only represent another member of the Board of Directors. 3. The unavailable Members of Board of Directors and have authorized attendance to attend the Meeting of Board of Directors may submit their written and signed opinions, to be submitted to President Director or Vice President Director or to the other member of Board of Directors who shall act as chairman of Meeting of Board of Directors, whether the said unavailable members of Board of Directors approve or state dissenting opinions on matter to be discussed and this opinion shall be deemed validly issued in Meeting of Board of Directors. 4. In case of urgent matters among others related to liquidity and determination of the interest rate, the Meeting of Board of Directors may be held / conducted in accordance with the number of Directors attending or represented in the meeting with due regard to provisions of Article 11 section 8.



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Pasal 11 Keputusan Rapat - Keputusan Rapat Direksi harus diambil berdasarkan musyawarah untuk mufakat dari anggota Direksi atau anggota Direksi yang mewakilinya. - Dalam hal musyawarah dan mufakat tidak tercapai, maka keputusan harus diambil dengan pemungutan suara (<i>voting</i>) berdasarkan suara setuju lebih dari 2/3 (dua per tiga) bagian dari jumlah suara yang sah yang dikeluarkan dalam rapat. - Dalam hal terdapat lebih dari satu usulan, maka dilakukan pemilihan ulang sehingga salah satu usulan memperoleh suara lebih dari 2/3 (dua per tiga) bagian dari jumlah suara yang dikeluarkan. - Setiap anggota Direksi berhak mengeluarkan 1 (satu) suara dan tambahan 1 (satu) suara untuk setiap anggota Direksi lain yang diwakilinya dengan sah dalam rapat. - Suara blanko (<i>abstain</i>) dianggap menyetujui usul yang diajukan dalam rapat. - Suara yang tidak sah dianggap tidak ada dan tidak dihitung dalam menentukan jumlah suara yang dikeluarkan dalam rapat. - Pemungutan suara mengenai diri orang dilakukan dengan surat suara tertutup tanpa tanda tangan, sedangkan pemungutan suara mengenai hal lain dilakukan secara lisan, kecuali Ketua Rapat menentukan lain tanpa ada keberatan berdasarkan suara terbanyak dari yang hadir. - Dalam hal kebutuhan yang mendesak dengan tingkat urgensi tinggi yang memerlukan persetujuan seluruh anggota Direksi sebagaimana diatur dalam Pasal 10 ayat 4 (di luar anggota Direksi yang	Article 11 Resolution of the Meeting - Resolutions of a Meeting of the Board of Directors must be made by deliberations to reach consensus among the members of the Board of Directors or member of the Board of Directors representing them. - In the event that deliberation and a mutual consensus fail to be reached, the resolution shall be made by voting based on the affirmative vote of more than 2/3 (two thirds) from the number of valid votes cast in the meeting. - In the event that there are more than one proposals, then, re-voting shall be necessarily conducted so that one of the proposals shall obtain the vote of more than 2/3 (two thirds) part of the total vote cast. - Each member of Board of Directors shall reserve the right to cast 1 (one) vote and additional 1 (one) vote for each other member of Board of Directors legally represented in a meeting. - Blank vote (<i>abstain</i>) shall be deemed to approve the proposal applied in a meeting. - Illegal vote shall be deemed none and is not counted in determining the total vote cast in a meeting. - Voting regarding person shall be conducted using the unsigned-closed ballot, while voting on the other matters shall be taken verbally, except Chairman of the Meeting specified otherwise without any objection based on the attending majority votes. - In case of urgent needs with a high level of urgency requiring approval from all members of Board of Directors as stipulated in Article 10 section 4 (other than members of Board of Directors on leave), the resolutions of Board of



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menjalankan cuti), maka pengambilan keputusan Direksi dapat dilakukan secara <i>tele-conference</i> dengan ketentuan anggota Direksi yang memberikan persetujuan secara <i>tele-conference</i>, wajib membubuhkan persetujuannya dalam Risalah Rapat Direksi. 9. Apabila jumlah suara yang setuju dan tidak setuju sama banyaknya, maka keputusan akhir diserahkan kepada Pimpinan Rapat. 10. Direksi dapat juga mengambil keputusan yang sah tanpa mengadakan Rapat Direksi dengan ketentuan semua anggota Direksi telah diberitahu secara tertulis dan semua anggota Direksi memberikan persetujuan atas semua usul yang diajukan secara tertulis serta menandatangani persetujuan tersebut. Keputusan yang diambil dengan cara demikian mempunyai kekuatan yang sama dengan keputusan yang diambil dengan sah dalam Rapat Direksi. 11. Dalam hal terjadi perbedaan pendapat (<i>dissenting opinion</i>), maka pendapat yang berbeda tersebut wajib dicantumkan secara jelas dalam risalah rapat beserta alasan perbedaan pendapat tersebut.	Directors may be conducted using tele-conference under condition that members of Board of Directors giving approval by Tele-conference, shall be in obligation to affix their approval in Minutes of Meeting of Board of Directors. 9. In the event of a tie vote, the final resolutions will be submitted to the Meeting Chairperson. 10. The Board of Directors may also resolve valid resolutions without holding a Meeting of the Board of Directors provided that all members of the Board of Directors have been notified in writing and all members of the Board of Directors have given their approval of all proposals submitted in writing as well as sign such approval. Resolutions made in this manner will have the same legal binding with those validly made in a Meeting of the Board of Directors. 11. In the event of any dissenting opinion, such dissenting opinion will be clearly specified in the minutes of meeting along with the reasons for such dissenting opinion.
Pasal 12 Bahan Rapat 1. Bahan rapat untuk rapat-rapat yang dijadwalkan sebagaimana dimaksud dalam pasal 6 ayat 3 disampaikan kepada peserta rapat paling lambat 5 (lima) hari kerja sebelum rapat diselenggarakan secara tertulis kepada setiap anggota Direksi dengan tanda terima yang memadai atau dengan pos tercatat atau dengan jasa kurir, faksimili, surat elektronik atau sarana lainnya. 2. Bahan rapat untuk rapat yang diselenggarakan di luar jadwal, penyampaian bahan rapatnya paling lambat pada saat rapat diselenggarakan.	Article 12 Meeting Materials 1. Materials for the scheduled meetings as of referred to under Article 6 section 3 shall be submitted in written to members of the meeting within the latest of 5 (five) business days prior to convening the meeting to each member of Board of Directors with an adequate receipt or by the prepaid registered mail or service Courier, facsimile, electronic mail or other means. 2. Meeting Materials for meetings held outside the schedule will be provided by no later than at the time of holding the meeting.



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Pasal 13 Ketentuan Penyelenggaraan Rapat Dalam penyelenggaraan Rapat, Direksi dibantu oleh Group Head Corporate Secretary, yang bertanggung jawab antara lain sebagai berikut: 1. Memastikan bahwa kehadiran telah mencapai kuorum, atau kehadiran Direksi lebih dari 2/3 (dua per tiga) bagian dari jumlah anggota Direksi hadir atau diwakili dalam rapat. Dalam hal tidak mencapai kuorum atau kehadiran Direksi atau yang mewakili kurang dari 2/3 (dua per tiga) bagian dari jumlah anggota Direksi, Rapat Direksi tidak dilaksanakan. 2. Menginventarisir materi/topik yang akan diagendakan dalam Rapat dan mendistribusikan bahan rapat kepada peserta rapat dengan ketentuan megacu pada pasal 14. 3. Membuat dan menyampaikan panggilan rapat kepada seluruh peserta secara tertulis, namun dalam keadaan mendesak dimungkinkan mengundang rapat secara lisan. 4. Menyiapkan sarana dan prasarana yang dibutuhkan dalam rapat. 5. Mengadministrasikan, mencatat, dan menjilid risalah rapat. 6. Menyampaikan risalah rapat kepada semua anggota Direksi dan peserta rapat lainnya. 7. Membuat catatan dan memonitor tindak lanjut risalah Rapat Direksi serta menyampaikan laporan tindak lanjut tersebut kepada Direksi. 8. Melaporkan jumlah Rapat Direksi serta jumlah kehadiran masing-masing anggota Direksi dalam Laporan Tahunan perusahaan.	Article 13 Conditions of the Meeting In organizing the Meeting, Board of Directors shall be assisted by the Group Head Corporate Secretary, that among others have the following responsibilities: 1. Ensuring that the attendance has reached the quorum, or the attendance of Board of Directors of more than 2/3 (two thirds) from the total members of Board of Directors attending or represented in the meeting. In case of the Quorum fails to be reached or, the attendance or proxies of the members of Board of Directors is less than 2/3 (two thirds) from the total members of Board of Directors, the Meeting of Board of Directors shall not be convened. 2. Inventorying material/topics to be scheduled in the Meeting and distribute material of the meeting to the meeting participants under conditions refer to chapter 14. 3. Preparing and submitting summons to all participants in writing, but in case of under an urgent state, it is possible to invite the meeting verbally. 4. Preparing the facilities and infrastructure required in the meeting. 5. Administering, recording and binding the minutes of meeting. 6. Providing the minutes of meeting to all members of Board of Directors and other meeting participants. 7. Preparing the records and monitoring the follow-up to the minutes of Meeting of the Board of Directors as well as submitting the follow-up report to the Board of Directors. 8. Reporting the number Meetings of the Board of Directors as well as the number of attending members of the Board of Directors in the



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9. Meyakini bahwa setiap Pimpinan Unit Kerja yang menerima salinan/kutipan Risalah Rapat Direksi melakukan pengamanan dan penyimpanan sebagaimana mestinya. Pasal 14 Mata Acara Rapat 1. Pimpinan Rapat Direksi dapat melakukan perubahan mata acara Rapat Direksi dengan terlebih dahulu memberitahukan perubahan mata acara Rapat Direksi pada saat acara Rapat Direksi dimulai. 2. Apabila terdapat agenda yang mendesak dan tidak tercantum atau tidak dijadwalkan, dapat diagendakan oleh Direktur Bidang terkait dengan terlebih dahulu memberitahukan penambahan mata acara kepada Pimpinan Rapat Direksi pada saat acara Rapat Direksi dimulai. Pasal 15 Risalah Rapat 1. Dari segala sesuatu yang dibicarakan dan diputuskan dalam Rapat Direksi wajib dibuat Risalah Rapat yang ditandatangani oleh anggota Direksi yang hadir, dan disampaikan kepada seluruh anggota Direksi. 2. Dari segala sesuatu yang dibicarakan dan diputuskan dalam Rapat Direksi bersama Dewan Komisaris, wajib dibuat Risalah Rapat yang ditandatangani oleh anggota Direksi dan anggota Dewan Komisaris yang hadir, dan disampaikan kepada seluruh anggota Direksi dan seluruh anggota Dewan Komisaris. Dewan Komisaris menandatangani Risalah Rapat Direksi sebagai turut mengetahui atas hal-hal yang dibicarakan yang dibubuhkan pada kolom/lembar penandatanganan	company's Annual Report. 9. Ensuring that every Working Unit Head receiving a copy/excerpt of the Minutes of Meeting of the Board of Directors properly will keep safe and store the records. Article 14 Agenda of the Meeting 1. Chairman of Meeting of Board of Directors may make amendment to the agenda of Meeting of Board of Directors by firstly notifying such amendment to the agenda of Meeting of Board of Directors at the beginning of meeting of Board of Directors. 2. Unscheduled and unlisted urgent agenda it may be scheduled by Director of the related Affairs firstly notifying for such additional to the meeting to Chairman of Meeting of Board of Directors at the commencement of the Meeting of Board of Directors. Article 15 Minutes of Meeting 1. On all which are discussed and resolved in the Meeting of the Board of Directors, a Minutes of Meeting will be made and signed by the attending members of the Board of Directors and provided to all members of the Board of Directors. 2. On all which are discussed and resolved upon in the Meeting of the Board of Directors with the Board of Commissioners, a Minutes of Meeting will be made and signed by the attending members of the Board of Directors and attending members of the Board of Commissioners provided to all members of the Board of Directors and all members of the Board of Commissioners. The Board of Commissioners will sign the Minutes of Meeting of the Board of Directors as co-



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tersendiri. 3. Dalam hal terdapat anggota Direksi dan/atau anggota Dewan Komisaris yang tidak menandatangani hasil rapat pada ayat 1 atau ayat 2 diatas, maka yang bersangkutan wajib menyebutkan alasannya secara tertulis dalam surat tersendiri yang menjadi satu kesatuan (dilekatkan) pada risalah rapat. 4. Group Head Corporate Secretary bertugas sebagai Notulis risalah rapat dalam Rapat Direksi. 5. Dalam hal Group Head Corporate Secretary berhalangan karena sebab apapun, maka Group Head Legal bertindak sebagai Notulis pengganti, dengan tetap memberikan kewenangan bagi Direksi untuk menunjuk pihak lain sebagai Notulis. 6. Sebelum rapat dimulai, Pimpinan Rapat dapat memberikan kesempatan kepada Notulis untuk membacakan risalah rapat sebelumnya. 7. Notulis mencatat dan mengadministrasikan pemberian kuasa. 8. Notulis wajib menjaga kerahasiaan kebijakan/keputusan rapat sampai dengan kebijakan/keputusan itu diumumkan. 9. Risalah rapat wajib didokumentasikan oleh Perseroan.	acknowledgment of the matters discussed as attached to a separate execution column/sheet. 3. In the event that any member of the Board of Directors and/or member of the Board of Commissioners does not sign the meeting results as referred to in Article 1 or Article 2 as mentioned above, the matter will be set out in a separate document constituting an integral part of (attached to) the minutes of meeting. 4. The Group Head Corporate Secretary will have the duty as the meeting secretary of the minutes meeting in the Meeting of the Board of Directors. 5. In the event that the Group Head Corporate Secretary is unavailable for any reason, the Group Head of Legal Division will act as the substitute Transcriber, while the Board of Directors is still authorized to appoint another person as the meeting secretary. 6. Prior to commencement of the meeting, the Meeting Chairperson may give the opportunity to the meeting secretary to read aloud the minutes of the previous meeting. 7. The meeting secretary will record and administer the conferment of authorization. 8. The meeting secretary will be obligated to keep the meeting policies/resolutions confidential until such policies/resolutions have been announced. 9. Minutes of Meeting shall be documented by Company.



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BAB IV ETIKA DAN WAKTU KERJA Pasal 16 Etika Kerja dan Jabatan 1. Direksi menjalankan perusahaan dengan menerapkan prinsip-prinsip tata kelola perusahaan yang baik (<i>good corporate governance</i>) dengan memperhatikan prinsip kehati-hatian (<i>prudential banking</i>), kode etik profesi dan <i>code of conduct</i>, konvensi perbankan nasional dan internasional, serta kepatuhan (<i>compliance</i>) pada Peraturan Bank Indonesia/Otoritas Jasa Keuangan dan ketentuan perundang-undangan lainnya. 2. Direksi berkewajiban untuk melaksanakan tindakan pengurusan perusahaan dengan itikad baik dan mengutamakan kepentingan Perseroan di atas kepentingan pribadi. 3. Dalam hal terjadi benturan kepentingan pribadi anggota Direksi dengan kepentingan Perseroan, anggota Direksi yang mempunyai benturan kepentingan tersebut tidak diperkenankan turut serta dalam pengambilan keputusan. 4. Setiap anggota Direksi dilarang memiliki rangkap jabatan di luar yang diperkenankan oleh peraturan perundangan. 5. Setiap anggota Direksi tidak memberikan atau menawarkan atau menerima baik langsung ataupun tidak langsung sesuatu yang berharga kepada dan/atau dari pejabat pemerintah dan/atau pihak-pihak lain yang mempengaruhi atau sebagai imbalan atas apa yang telah dilakukannya dan tindakan lainnya sesuai peraturan perundang-undangan yang berlaku. 6. Setiap anggota Direksi berkewajiban untuk melaporkan dan memastikan seluruh kewajiban penyampaian Laporan Harta Kekayaan Penyelenggara Negara kepada lembaga pemerintah yang berwenang dipatuhi oleh semua wajib lapor yang ditetapkan dalam	CHAPTER IV ETHICS AND WORKING HOURS Article 16 Work Ethics and Position 1. Board of Directors shall operate the company by applying principles of good corporate governance with due regard to the prudential banking principles, professional code of ethics and code of conduct, national and international banking conventions, and compliance with Regulations of Bank Indonesia / Financial Services Authority and other laws and regulations. 2. The Board of Directors must take perform the company management in good faith and by prioritizing the Company's interests over personal interests. 3. In the event of any conflict between the interests of personal members of the Board of Directors and the Company's interests, the members of the Board of Directors having such conflict of interests will not be allowed to participate in a decision-making process. 4. Any member of Board of Directors shall be prohibited from having multiple external positions, unless otherwise permitted by law. 5. Each member of Board of Directors shall not provide or offer or accept directly or indirectly valuable things to and / or from government official and / or other parties affecting or as a reward for his actions and other action in accordance with the applicable laws. 6. Each Member of Board of Directors shall report and ensure that all obligations for submission of the Report on the State Official's Assets to the authority shall be satisfied by the parties under such obligation as set forth within the Company.



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lingkungan Perseroan. 7. Direksi wajib melakukan sosialisasi dan mengimplementasikan program pengendalian gratifikasi sesuai dengan peraturan perundang-undangan yang berlaku. 8. Setiap anggota Direksi wajib melakukan penandatanganan Pakta Integritas pada saat ditetapkan dan dilakukan penandatanganan ulang setiap 1 (satu) tahun sekali. Pasal 17 Waktu Kerja 1. Hari kerja Perseroan adalah hari Senin sampai dengan Jumat atau 5 (lima) hari kerja dalam seminggu. 2. Jam kerja Perseroan adalah jam kerja yang berlaku sesuai ketentuan Perseroan. 3. Waktu kerja diluar angka 1 dan 2 tersebut diatas diperhitungkan sebagai waktu kerja lembur, sedangkan waktu kerja lembur pada hari libur tetap diperhitungkan sebagai waktu kerja lembur pada hari kerja biasa. Keputusan yang diambil pada waktu kerja diluar ayat 1 dan ayat 2, mempunyai kekuatan yang sah dan mengikat. 4. Pemberitahuan ketidakhadiran anggota Direksi karena sakit, ijin, cuti atau menjalankan perjalanan dinas dalam maupun luar negeri wajib disampaikan kepada Direksi dengan menginformasikan Direktur Pengganti sesuai ketentuan yang diatur dalam Surat Keputusan Direksi tentang Pembagian Tugas dan Wewenang Anggota Direksi Serta Penetapan Daftar Direktur dan SEVP Pengganti.	7. Board of Directors shall conduct socialization and applying gratification control program in compliance with the applicable laws and regulations. 8. Every member of Board of Directors Member shall be in obligation to sign the Integrity Pact upon determination and to be re-signed once in a year. Article 17 Working Hours 1. Business Days of the Company are Monday to Friday or 5 (five) business days in a week. 2. Working hours of the Company is the working hours applicable in compliance with the Company rules. 3. Working time beyond the aforementioned points 1 and 2 will be counted as overtime, whereas the holidays overtime will remain counted as overtime during regular working days. Decisions which are made at such times other than points 1 and 2 will be valid and binding. 4. Notices on absence of the members of Board of Directors for being ill, permits, leave or business trips domestically or overseas will be submitted to the Board of Directors by informing the Substitute Director in accordance with the provisions stipulated in the Letter of Resolution of the Board of Directors concerning Distribution of Duties and Authority of the Members of the Board of Directors as well as the Stipulation of the List of Substitute Directors and SEVP.



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BAB V KOMITE Pasal 18 1. Komite adalah lembaga yang dibentuk oleh Direksi untuk membantu kelancaran tugas-tugas Direksi. 2. Organisasi, keanggotaan, tugas, wewenang, tanggung jawab dan mekanisme kerja komite diatur dalam Keputusan Direksi tersendiri. 3. Keputusan yang diambil dalam Rapat Komite adalah sah dan mengikat perseroan, sebagaimana halnya keputusan yang diambil dalam Rapat Direksi dengan ketentuan bahwa Rapat Direksi berhak untuk mengkaji ulang, mengubah keputusan baik sebagian maupun seluruhnya atau membatalkan keputusan Rapat Komite. 4. Direksi tidak diperkenankan menjadi anggota Komite yang dibentuk oleh Dewan Komisaris.	CHAPTER V COMMITTEE Article 18 1. Committee will be the institution formed by Board of Directors to assist with uninterrupted implementation of the duties of the Board of Directors. 2. The organization, membership, duties, authority, responsibilities and working mechanism of the committee will be stipulated in a separate Resolution of the Board of Directors. 3. Resolution taken in a Committee Meeting shall be legal and binding for the Company, as the resolution taken in a Meeting of Board of Directors provided that a Meeting of Board of Directors reserves the right to review, change resolution either in part or entirely or to cancel a resolution of a Meeting of Board of Directors. 4. The Board of Directors will not be allowed to become a member of the Committee formed by the Board of Commissioners.
BAB VI KORESPONDENSI Pasal 19 Korespondensi dengan pihak ketiga (selain dalam rangka pelaporan yang diatur secara khusus dalam ketentuan internal tersendiri) berpedoman pada asas kesetaraan yaitu memperhatikan kesetaraan pihak yang menerima surat dan/atau mengirimkan surat.	CHAPTER VI CORRESPONDENCE Article 19 Correspondence with any third party (besides in the framework of reporting governed particularly in a separate internal provision) shall refer to the principal of equity namely by considering the equality of the party receiving a letter and/or delivering a letter.



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BAB VII KEPEMILIKAN SAHAM DIREKSI Pasal 20 1. Setiap anggota Direksi wajib melaporkan kepada Otoritas Jasa Keuangan atas Kepemilikan dan setiap perubahan kepemilikannya atas saham Perseroan baik langsung maupun ataupun tidak langsung. 2. Anggota Direksi yang mempunyai kepemilikan saham Perseroan menginformasikan atas setiap perubahan kepemilikannya kepada unit kerja Corporate Secretary paling lambat 3 (tiga) hari kerja setelah terjadinya kepemilikan atau setiap perubahan kepemilikan atas saham Perseroan. 3. Laporan sebagaimana dimaksud pada ayat 1 wajib disampaikan kepada OJK dan melalui situs web Bursa Efek Indonesia paling lambat 10 (sepuluh) hari sejak terjadinya kepemilikan atau perubahan kepemilikan atas saham Perseroan melalui unit kerja Corporate Secretary.	CHAPTER VII OWNERSHIP OF SHARE OF BOARD OF DIRECTORS Article 20 1. Each Member of Board of Directors shall report to the Financial Services Authority on the Ownership and any change of ownership of the Company's shares by them either directly or indirectly. 2. Member of Board of Directors who has share ownership of Company shall inform concerning each change of his/her ownership to unit of Corporate Secretary within no later than 3 (three) business days after the occurrence of ownership or each change of ownership on share of Company. 3. Reporting as referred to in paragraph 1 shall be delivered to OJK (Indonesia Financial Service Authority) and through the website of Stock Exchange of Indonesia within no later than 10 (ten) days after the occurrence of ownership or each change of ownership on shares of Company through Corporate Secretary unit.
BAB VIII EVALUASI KINERJA DIREKSI Pasal 21 1. Seluruh anggota Direksi Perseroan memiliki target kinerja sesuai dengan tugas, wewenang dan tanggung jawab masing-masing anggota Direksi yang disusun berdasarkan pembidangan tugas. 2. Laporan pertanggungjawaban kinerja Direksi mengenai tugas-tugasnya akan dilaporkan kepada Dewan Komisaris dan dituangkan dalam Laporan Tahunan. 3. Laporan berkala yang memuat pelaksanaan Rencana Kerja dan Anggaran Perusahaan wajib disampaikan oleh Direksi kepada	CHAPTER VIII BOARD OF DIRECTORS’ PERFORMANCE EVALUATION Article 21 1. All members of Board of Directors of the Company shall prepare its achievement targets in accordance with duties, authorities and responsibilities of each member of Board of Directors on assignment basis. 2. The achievement accountability report of the Board of Directors regarding its tasks shall be reported to Board of Commissioners and set forth in the Annual Report. 3. Periodic reports containing implementation of the Business Plan and Corporate Budget shall be submitted by Board of Directors to Board of



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Dewan Komisaris secara triwulanan dan tahunan. BAB IX LAIN-LAIN Pasal 23 Kebijakan Direksi mengenai tunjangan, fasilitas dan lain-lain yang belum diatur dalam Keputusan Direksi ini diatur dalam Keputusan Direksi tersendiri. BAB X PERUBAHAN Pasal 24 Dalam hal terjadi perubahan dalam Anggaran Dasar, Keputusan Rapat Umum Pemegang Saham, Keputusan Direksi, atau ketentuan perundang-undangan lainnya yang menyebabkan Keputusan Direksi ini tidak sesuai lagi, Group Head Corporate Secretary berkewajiban untuk memutakhirkan Tata Tertib Direksi ini. BAB XI PENUTUP Pasal 25 Group Head Corporate Secretary berkewajiban untuk menjaga kelancaran pelaksanaan Tata Tertib Direksi sesuai dengan Keputusan Direksi ini.	Commissioners under quarterly and annual basis. CHAPTER IX MISCELLANEOUS Article 23 Policy of Board of Directors regarding the allowance, facility and others which have not been governed in this Resolution of Board of Directors shall be regulated in a separate Resolution of Board of Directors. CHAPTER X AMENDMENT Article 24 In the event of any changes in the Articles of Association, Resolutions of General Meetings of Shareholders, Resolutions of the Board of Directors, or other provisions of the laws and regulations causing the Resolution of the Board of Directors to become no longer appropriate, the Group Head Corporate Secretary will be obligated to update these Rules of Procedure of the Board of Directors. CHAPTER XI CLOSING Article 25 The Group Head Corporate Secretary will be obligated to ensure uninterrupted implementation of the Rules of Procedure of the Board of Directors in accordance with this Resolutions of the Board of Directors.

